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SERVICE DATE – DECEMBER 31, 2015

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35985]

Fortress Investment Group LLC—Continuance in Control Exemption—Ohio River
Partners LLC

Fortress Investment Group LLC (Fortress) has filed a verified notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) for the benefit of Fortress Transportation and Infrastructure Investors LLC (FTAI), which is managed by an affiliate of Fortress, to continue in control of Ohio River Partners LLC (ORP), a noncarrier, upon ORP becoming a Class III rail carrier.

This transaction is related to a concurrently filed verified notice of exemption in Ohio River Partners LLC—Acquisition & Operation Exemption—Hannibal Development, LLC, Docket No. FD 35984, wherein ORP seeks Board approval under 49 C.F.R. § 1150.31 to acquire and operate a line of railroad, known as the Omal Secondary Track, that extends between milepost 60.5 at or near Powhatan Point and milepost 72.7 at or near Hannibal, a distance of 12.2 miles in Monroe County, Ohio (the Line). ORP, a Delaware limited liability company, is controlled by Ohio River Partners

Shareholder LLC, a Delaware limited liability company (ORPS).¹ ORPS is indirectly owned and controlled by FTAI, which is managed by an affiliate of Fortress.

The parties intend to consummate the proposed transaction as soon as practicable after the effective date of this notice of exemption and the concurrent notice of exemption filed in Docket No. FD 35984.

Two other rail carriers subject to the Board's jurisdiction, Florida East Coast Railway, L.L.C. (FECR) and Central Maine & Quebec Railway US Inc. (CMQR), are currently controlled by companies managed by affiliates of Fortress.² FECR, a Class II carrier operates approximately 350 miles of rail lines in the State of Florida extending between Jacksonville and the Miami metropolitan area. CMQR, a Class III carrier, operates approximately 244 miles of rail lines in the States of Maine and Vermont.

Fortress represents that: (1) the rail lines operated by FECR and CMQR do not connect with each other, nor do they connect with the Line that ORP proposes to acquire and operate in Docket No. FD 35984; (2) the transaction that is the subject of Docket No. FD 35984 is not part of a series of anticipated transactions that would connect the Line that ORP proposes to acquire with the lines of any other rail carrier owned by Fortress, any affiliate of Fortress, or any investment fund or entity managed by an

¹ Upon consummation of the proposed transaction, ORPS will own a 75% interest in ORP. The remaining 25% interest in ORP will be held by Hannibal Development, LLC, which currently owns the rail line that is the subject of ORP's verified notice of exemption in Docket No. FD 35984.

² FECR is currently owned by FECR Rail Holding LLC, which is, in turn, owned by investment funds managed by an affiliate of Fortress. CMQR is a subsidiary of Rail Acquisition Holdings LLC, a Delaware limited liability company, which is, in turn, owned by FTAI.

affiliate of Fortress;³ and (3) ORP, CMQR, and FECR are not Class I carriers.

Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C.

§ 11323. See 49 C.F.R. § 1180.2(d)(2).

Under 49 U.S.C. § 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. As a condition to the use of this exemption, any employees adversely affected by this transaction will be protected by the conditions set forth in Wisconsin Central Ltd.—Acquisition Exemption—Lines of Union Pacific Railroad, 2 S.T.B. 218 (1997).

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than January 8, 2016.

An original and 10 copies of all pleadings, referring to Docket No. FD 35985, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Terence M. Hynes, Sidley Austin LLP, 1501 K Street, N.W., Washington, DC 20005.

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Decided: December 23, 2015

By the Board, Julia M. Farr, Acting Director, Office of Proceedings.

³ Fortress' representation concerning Docket No. FD 35984 is sufficient for purposes of the continuance in control exemption sought here through 49 C.F.R. § 1180.2(d)(2) given that the two transactions are so closely related.